

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

EXHIBIT LIST FOR Bill Barrett Corporation

**COUNSEL Kurt P. Gasser, Esq., and Frederick M. MacDonald, Esq.
MacDonald & Miller Mineral Legal Services, PLLC**

Board Hearing: December 10, 2014 Docket No. 2014-041 Cause No. 139-125

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT A	BBC's potential witnesses' resumes (collectively 10 pages): <ul style="list-style-type: none">• Teale P. Stone - Landman• David M. Watts - Land Manager• Brent A. Murphy - Drilling Engineering Advisor• Anna M. Young - Engineering Manager	✓	✓
EXHIBIT B	True and correct copies of the Board's Orders entered in Cause Nos. 139- 17 and 139-84 (collectively 24 pages).	✓	✓
EXHIBIT C	Plats reflecting the locations of the 11-8D-46 BTR, 7-8-46 BTR and 5-9D-46 BTR Wells within subject Sections 8 and 9, and certain well information (collectively 2 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT D	True and correct copies of Letters (without referenced attachments) from BBC to Falcon Royalties, LLC, as Executive Rights Owner, providing an offer to participate in the Subject Wells dated January 8, 2014 (as to the 5-9D-46 BTR Well), January 9, 2014 (as to the 11-8D-46 BTR Well), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Falcon Royalties, LLC providing an offer to lease dated September 5, 2012 and July 31, 2013 (without referenced attachments) (collectively 20 pages).	✓	✓
EXHIBIT E	True and correct copies of Letters (without referenced attachments) from BBC to Mark Smith providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well which letter was returned unclaimed), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Mark Smith, providing an offer to lease dated July 31, 2013 and February 28, 2014 (without referenced attachments) (collectively 26 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT F	<p>True and correct copies of Letters (without referenced attachments) from BBC to Rozel Smith Woolley providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Rozel Smith Wooley providing an offer to lease dated March 14, 2013 and February 28, 2014 (without referenced attachments) (collectively 26 pages).</p>	✓	✓
EXHIBIT G	<p>True and correct copies of Letters (without referenced attachments) from BBC to Mary Ann Arrington, a/k/a Mary Ann Smith, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well, which letter was returned unclaimed), January 7, 2014 (as to the 11-8D-46 BTR Well, which letter was returned unclaimed), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well, which letter was returned unclaimed), and May 5, 2014 (as to all three wells, and additionally including an offer to lease, which letter was returned unclaimed), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Mary Smith Arrington providing an offer to lease dated July 31, 2013 and February 24, 2014 (without referenced attachments) (collectively 28 pages).</p>		

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT H	True and correct copies of Letters (without referenced attachments) from BBC to Janiel Smith Hicks, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 6, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Janiel Smith Hicks providing an offer to lease dated March 8, 2013, May 9, 2013 (with return receipt), and February 24, 2014, and to T. R. Morgan (on Ms. Hicks' behalf) dated July 29, 2014 (without referenced attachments) (collectively 29 pages).	✓	✓
EXHIBIT I	True and correct copies of Letters (without referenced attachments) from BBC to Leland Smith, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Leland Smith providing an offer to lease dated July 31, 2013 and February 24, 2014 (without referenced attachments) (collectively 25 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT J	True and correct copies of Letters (without referenced attachments) from BBC to Wesley Smith, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 Well, which letter was returned unclaimed), January 7, 2014 (as to the 11-8D-46 BTR Well, which letter was returned unclaimed), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well, which letter was returned unclaimed), and May 5, 2014 (as to all three wells, and additionally including an offer to lease, which letter was returned unclaimed), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Wesley Smith providing an offer to lease dated July 31, 2013 and September 16, 2013 (without referenced attachments) (collectively 28 pages).	✓	✓
EXHIBIT K	True and correct copies of Letters (without referenced attachments) from BBC to Thaniel Smith providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D- 46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Thaniel Smith providing an offer to lease dated July 31, 2013 and February 24, 2014 (without referenced attachments) (collectively 25 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT L	True and correct copies of Letters (without referenced attachments) from BBC to Nathan Smith providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Nathan Smith providing an offer to lease dated July 31, 2013 and February 24, 2014 (without referenced attachments) (collectively 25 pages).	✓	✓
EXHIBIT M	True and correct copies of Letters (without referenced attachments) from BBC to Ethan Ben Smith, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Ethan Ben Smith providing an offer to lease dated July 31, 2013 and February 24, 2014 (without referenced attachments) (collectively 25 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT N	True and correct copies of Letters (without referenced attachments) from BBC to Carol Barney, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Carol Knapp Barney providing an offer to lease dated April 3, 2013, May 8, 2013 (with return receipt) and February 25, 2014 (without referenced attachments) (collectively 28 pages).	✓	✓
EXHIBIT O	True and correct copies of Letters (without referenced attachments) from BBC to Francis Lee Knapp, a/k/a Frank Knapp providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Francis Knapp providing an offer to lease dated April 3, 2013, and May 8, 2013 (with return receipt) (without referenced attachments) (collectively 27 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT P	True and correct copies of Letters (without referenced attachments) from BBC to Laura Macfarland Twiss providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5 , 2014 (as t o all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Laura MacFarland Twiss providing an offer to lease dated January 30 , 2013, May 8, 2013 (with return receipt), July 19 , 2013 and February 28, 20 14 (without referenced attachments) (collectively 29 pages).	✓	✓
EXHIBIT Q	True and correct copies of Letters (without referenced attachments) from BBC to Douglas Rhodes providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and USPS status inquiries andlor return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Douglas Rhodes providing an offer to lease dated May 7, 2013 (with return receipt) and February 27, 2014 (without referenced attachments) (collectively 28 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT R	<p>True and correct copies of Letters (without referenced attachments) from BBC to Daniel Rhodes, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well, which letter was returned unclaimed), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well, which letter was returned unclaimed), and May 5 , 2014 (as to all three wells, and additionally including an offer to lease), and USPS status inquiries andlor return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Daniel J. Rhodes providing an offer to lease dated September 10, 2013, January 7, 2013, May 6, 2013 (with return receipt) and January 27, 2014 (without referenced attachments) (collectively 32 pages).</p>	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT S	<p>True and correct copies of Letters (without referenced attachments) from BBC to Nancy Jane Rhodes providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well, which letter was returned unclaimed), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells, which letter was returned unclaimed), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease, which letter was returned unclaimed), and USPS status inquiries and/or return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Nancy Jane Rhodes providing an offer to lease dated May 7, 2013 (with return receipt) and February 27, 2014 (without referenced attachments) (collectively 29 pages).</p>	✓	✓
EXHIBIT T	<p>True and correct copies of Letters (without referenced attachments) from BBC to David M. Rhodes providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11- 8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to David Rhodes providing an offer to lease dated May 7, 2013 (with return receipt) and February 27, 2014 (without referenced attachments) (collectively 27 pages).</p>	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT U	True and correct copies of Letters (without referenced attachments) from BBC to Helen T. Beaton, providing an offer to participate in the Subject Wells dated January 6, 2014 (as to the 5-9D-46 BTR Well), January 7, 2014 (as to the 11-8D-46 BTR Well), January 15, 2014 (as to both wells), March 12, 2014 (as to the 7-8-46 BTR Well), and May 5, 2014 (as to all three wells, and additionally including an offer to lease), and USPS status inquiries and/or return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Helen Beaton providing an offer to lease dated August 31, 2012, January 7, 2013, March 6, 2013 (with return receipt) and February 27, 2014 (without referenced attachments) (collectively 30 pages).	✓	✓
EXHIBIT V	True and correct copies of Letters (without referenced attachments) from BBC to Dorothy Warren, a/k/a Dorothy Shelton, a/k/a Dorothy Davis, providing an offer to participate in the 5-9D-46 BTR Well dated January 6, 2014 (which letter was returned unclaimed), January 15, 2014 (which letter was returned unclaimed), May 5, 2014 (and additionally including an offer to lease, which letter was returned unclaimed), and return receipts for each (collectively 12 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT W	True and correct copies of Letters (without referenced attachments) from BBC to Lisa Baum, providing an offer to participate in the 5-9D-46 BTR Well dated January 6, 2014, January 15, 2014, May 5, 2014 (and additionally including an offer to lease), and return receipts for each; and of a Letter from Gary Carlson (on behalf of BBC) to Lisa Baum Hess providing an offer to lease dated October 4, 2013 (without referenced attachments) (collectively 11 pages).	✓	✓
EXHIBIT X	True and correct copies of Letters (without referenced attachments) from BBC to Phillip Baum, providing an offer to participate in the 5-9D-46 BTR Well dated January 6, 2014 (which letter was returned unclaimed), January 15, 2014, and May 5, 2014 (and additionally including an offer to lease, which letter was returned unclaimed), and return receipts for each; and of Letters from Gary Carlson (on behalf of BBC) to Phillip Baum providing an offer to lease dated October 4, 2013 and December 3, 2013 (without referenced attachments) (collectively 13 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT Y	True and correct copies of Letters (without referenced attachments) from Gary Carlson (on behalf of BBC) to Deril E. Smith providing an offer to lease dated March 14, 2013 and February 28, 2014 ; incomplete election form for participation in the 11-8D-46 BTR Well executed by Deril Enloe Smith; and Letters (without referenced attachments) from BBC to Deril Enloe Smith providing an offer to participate in the 7-8-46 BTR Well dated March 17, 2014 and May 5, 2014 (and additionally providing an offer to lease) and return receipts for each (collectively 8 pages).	✓	✓
EXHIBIT Z	True and correct copies of Croff Oil Company, Inc.'s elections to participate and signed AFE's relating to the Subject Wells; and of e-mail correspondence by and between BBC and Jerry Jensen of Croff Oil Company, Inc. concerning execution of JOA's (collectively 11 pages).	✓	✓
EXHIBIT 1	True and correct copies of Barry M. Smith's election to participate relating to the Subject Wells; and of e-mail correspondence by and between BBC and counsel for Mr. Smith concerning execution of JOA's (collectively 9 pages).	✓	✓
EXHIBIT 2	True and correct copies of the initial AFE's for the Subject Wells, enclosed with offers to participate (collectively 27 pages).	✓	✓
EXHIBIT 3	Proposed Joint Operating Agreement pertaining to Section 8 (not attached hereto; previously submitted as Exhibit "A" to the Request).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT 4	Proposed Joint Operating Agreement pertaining to Section 9 (not attached hereto; previously submitted as Exhibit "B" to the Request).	✓	✓
EXHIBIT 5	Worksheets reflecting calculation of weighted average landowner's royalty over subject Section 8 (collectively 6 pages).		
Replacement EXHIBIT 5	Worksheets reflecting calculation of weighted average landowner's royalty over subject Section 8 (collectively 5 pages).	✓	✓
EXHIBIT 6	Worksheets reflecting calculation of weighted average landowner's royalty over subject Section 9 (collectively 9 pages).		
Replacement EXHIBIT 6	Worksheets reflecting calculation of weighted average landowner's royalty over subject Section 9 (collectively 10 pages).	✓	✓
EXHIBIT 7	Actual cost AFE's for the Subject Wells (1 page).	✓	✓
EXHIBIT 8	Well and Production Status Plat (1 page).	✓	✓
EXHIBIT 9	True and correct copy of the Notice of Opportunity to Lease or Participate in Oil and Gas Wells and of Filing of Request for Agency Action and Hearing Thereon, as published in the Uintah Basin Standard on October 28, November 4 and 11, 2014 (to be supplemented prior to hearing when the Proof of Service is received from the Uintah Basin Standard).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
EXHIBIT 10	True and correct copies of return receipts indicating receipt of a copy of the Request by, or the status of delivery to, or of the mailing returned as undeliverable to, the compulsory pooled parties identified in the Certificate of Service dated October 22, 2014 (as of November 7, 2014; to be supplemented prior to hearing) (collectively 14 pages).	✓	✓
Supplement to EXHIBIT 10	True and correct copies of return receipts indicating receipt of a copy of the Request by, or the status of delivery to, or of the mailing returned as undeliverable to, the compulsory pooled parties identified in the Certificate of Service dated October 22, 2014 (as of December 8, 2014) (collectively 9 pages).	✓	✓